



THE FIRST NATIONAL BANK OF BOSTON

BOSTON, MASSACHUSETTS 02110

1-218A007

RECORDATION NO. 11344-C Filed 142 August 5, 1981

AUG 6 1981 2 25 PM

Secretary of Interstate
Commerce Commission
12th & Constitution Ave., N.W.
Washington, D.C. 20423

RECORDATION NO. 11345-E Filed 142 August 6, 1981
ICC Washington, D. C.

AUG 6 1981 2 25 PM

INTERSTATE COMMERCE COMMISSION

ATTN: Mrs. Mildred Lee

Gentlemen:

We enclose for recording with your office the following documents:

1. An original and two (2) executed counterparts of Rider No. 2 amending the Railroad Equipment Leasing dated as of January 10, 1980, between The Commonwealth Plan, Inc., as Lessor and Southern Pacific Transportation Company as Lessee. The Railroad Equipment Leasing Agreement between

The Commonwealth Plan, Inc. - Lessor
Southern Pacific Transportation Company - Lessee

was recorded with your office on January 10, 1980 at 1:35 P.M.
as Recordation No. 11345;

2. An original and two (2) executed counterparts of Additional Supplement No. 3, dated July 16, 1981, under Mortgage dated October 8, 1980;

This mortgage was recorded with your office on October 14, 1980
at 12:55 P.M., Recordation No. 11344.B

The general description of the equipment covered by said Supplement is as described on the attached Schedule A.

We also enclose our check in the amount of \$20.00 payable to the Secretary of Interstate Commerce Commission to cover the recordation fee (each item at \$10.00).

Would you please return the original recorded documents in due course for attention of the undersigned.

Very truly yours,

D. A. Nelson
(Miss) D. A. Nelson
Vice President

Enclosures

DAN/bm

Paul J. ...
County ...

16, 1981

COPY

Schedule A to
Individual Leasing Record
Dated as of July 16, 1981

Rehabilitated 70-Ton Flat Cars,
AAR Mechanical Designation FC

Identifying Marks

SP 520359	SP 520263
520186	520241
520320	520333
520214	520172
520340	520313
520344	520406
520381	520170
520341	520194
520239	520269
520215	520201
520229	520377
520180	520324
520196	520226
520169	520230
520280	

Interstate Commerce Commission
Washington, D.C. 20423

*?

8/6/81

OFFICE OF THE SECRETARY

D.A. Nelson
Vice President
First Natl. Bank Of Boston
Boston, Mass. 02110

Dear **Miss. Nelson:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **8/6/81** at **12:35pm**, and assigned re-recording number(s). **11344-C, 11345-E & 11767-J**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

This writing has been assigned to The First National Bank of Boston as security for a loan in which Swiss Bank Corporation, San Francisco Office, 120 Montgomery Street, 22nd Floor, San Francisco, CA 94104, is a major loan participant with said Bank.

RECORDATION NO. 11344-C

AUG 6 1981 2 25 PM

INTERSTATE COMMERCE COMMISSION

Additional Supplement No. 3
To Railroad Equipment Leasing Agreement
dated as of January 10, 1980 between
The Commonwealth Plan, Inc. as Lessor and
Southern Pacific Transportation Company as Lessee

INDIVIDUAL LEASING RECORD

Effective date of Lease: July 16, 1981

Vendor: Southern Pacific Transportation Company

Equipment: Accessions and improvement costs to the Equipment consisting of the Flat Cars described on Schedule A attached hereto and made a part hereof. Each Flat Car is a Unit.

Per Unit Acquisition Cost of Accessions and Improvements: \$13,000.00

Number of Units: 29

Total Acquisition Cost of Accessions and Improvements: \$377,000.00

Number of months in amortization period: 102

Monthly amortization figure: \$3,696.08

Rent and amortized value of equipment are computed as set forth in the Railroad Equipment Leasing Agreement between the undersigned Lessor and Lessee dated as of January 10, 1980.

The Equipment is to be fully amortized on the last day of January, 1990.

This Additional Supplement supplements the Railroad Equipment Leasing Agreement between the undersigned Lessor and Lessee, dated as of January 10, 1980, heretofore amended by Rider No. 1 dated as of June 1, 1980. The undersigned Lessor hereby leases to Lessee, and Lessee acknowledges delivery to it in satisfactory condition of, the equipment described above. The Lessee agrees to pay the rent set forth above. The covenants, terms and conditions of this lease are those appearing in said Railroad Equipment Leasing Agreement which covenants, terms and conditions are hereby incorporated by reference.

THE COMMONWEALTH PLAN, INC., Lessor

By D. J. Stah

Title Assistant Controller

(corporate seal)

(acknowledgement)

SOUTHERN PACIFIC TRANSPORTATION
COMPANY, Lessee

By Robert J. McLean

Title Executive Vice President-Finance

(corporate seal)

(acknowledgement)

Schedule A to
Individual Leasing Record
Dated as of July 16, 1981

Rehabilitated 70-Ton Flat Cars,
AAR Mechanical Designation FC

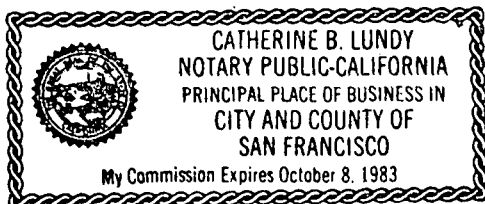
Identifying Marks

SP 520359	SP 520263
520186	520241
520320	520333
520214	520172
520340	520313
520344	520406
520381	520170
520341	520194
520239	520269
520215	520201
520229	520377
520180	520324
520196	520226
520169	520230
520280	

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

SS:

On this 16th day of July, 1981, before me personally appeared Robert J. McLean, to me personally known, who, being by me duly sworn, says that he is Executive Vice President - Finance of Southern Pacific Transportation Company, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



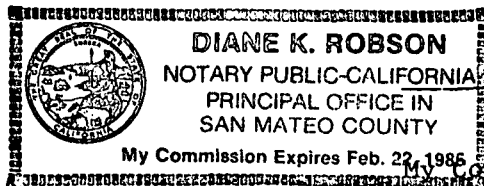
Catherine B. Lundy
Notary Public

My Commission Expires: October 8, 1983

STATE OF CALIFORNIA)
)
COUNTY OF SAN MATEO)

SS:

On this 17th day of July, 1981, before me personally appeared D. J. Stock, to me personally known, who, being by me duly sworn, says that he is Assistant Controller of The Commonwealth Plan, Inc., that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Diane K. Robson
Notary Public

My Commission Expires: Feb. 22, 1985